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To:
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Fax Number : (850) 205-0383

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

EFFECTIVE DATE
8-28-03

LIMITED LIABILITY COMPANY

Palm Beach Film School, LLC

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Palm Beach Film School, LLC

Article II. Address

The Company's street and mailing address is:
Palm Beach Film School, LLC
10268 Hunt Club Lane
Palm Beach Gardens FL 33418

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Jim York
10268 Hunt Club Lane
Palm Beach Gardens FL 33418

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139
(305) 672-0688

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CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
PALM BEACH COUNTY, FLORIDA

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Article V. Management

This will be a manager-managed company. The name and address of each manager is:


JIM YORK
10268 Hunt Club Lane Palm Beach Gardens FL 33418

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Article VI. Company Existence

The Company's existence shall begin effective as of August 28, 2003.

The undersigned authorized representative of a member executed these Articles of Organization on August 29, 2003.


CORPORATE CREATIONS INTERNATIONAL INC.
Karla Sarria Vice President
by V. Cine as attorney-in-fact

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139
(305) 672-0686

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

Palm Beach Film School, LLC

REGISTERED AGENT/OFFICE:

Jim York
10268 Hunt Club Lane
Palm Beach Gardens FL 33418

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JIM YORK
by V. Cine as attorney-in-fact

Date: August 29, 2003

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139
(305) 672-0686

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